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FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation

Our Company was established as a limited liability company in the PRC on September 17, 2014 and was converted into a joint stock limited company on July 9, 2021 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company is RMB445,664,533.

Our Company has established a place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on August 26, 2021. Ms. Yeung Siu Wai Kitty, one of our joint company secretaries, and Ms. Cheung Yuet Fan have been appointed as authorized representatives in Hong Kong and our agents for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in “Summary of Articles of Association” in Appendix V to this Document. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Summary of Principal Legal and Regulatory Provisions” in Appendix IV to this Document.

Changes in Share Capital

On September 17, 2014, the predecessor of our Company, Shenzhen Qianhai Fourth Paradigm Data Technology Co., Ltd. (深圳市前海第四範式數據技術有限公司) was established with a registered capital of RMB5 million.

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this Document:

Pursuant to the extraordinary general meeting of the Company dated December 30, 2022, the Shareholders resolved to allow Nanjing Paradigm as the Employee Incentive Platform to subscribe for increased registered capital of the Company. The registered capital of our Company increased from RMB437,705,989 to RMB451,243,288 on December 30, 2022.

Pursuant to the extraordinary general meeting of the Company dated January 17, 2023, the Shareholders resolved to repurchase 5,578,755 Shares from Nanjing Paradigm as the Employee Incentive Platform. The registered capital of our Company decreased from RMB451,243,288 to RMB445,664,533 on January 17, 2023.

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For more details, see “History, Development and Corporate Structure – [REDACTED] Investments.” Save as aforesaid, as of the Latest Practicable Date, there had been no alterations of our share capital within the two years preceding the date of publication of this Document.

Corporate Reorganization

Our Company has not gone through any corporate reorganization. For details of the history and development of our Company, see the section headed “History, Development and Corporate Structure” in this Document.

Resolutions of our Shareholders

Pursuant to a general meeting held on April 21, 2023, among other things, our Shareholders resolved that:

- (a) the issuance by our Company of the H Shares of nominal value of RMB1.00 each and such H Shares being [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than 15% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association which shall become effective on the [REDACTED], and authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules; and
- (d) authorization of the Board to handle matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

Pursuant to a general meeting held on June 13, 2023, our Shareholders resolved that subject to the CSRC’s approval, upon completion of the [REDACTED], 115,246,250 Unlisted Shares held by HongShan Venture, Guoxin Qidi, Purui Tianjin, Beijing Innovation, Zhongyi Equity Fund, Sinovation Fund III, Ruihui Haina, NIFA No.1, Value Global, Shanghai Saixin Business Consulting Management Center (Limited Partnership), Guangxi Tencent Venture Capital Co., Ltd., Hangzhou Fantong, Hubei Boheng, Guangzhou Yuexiu Emerging Industry Phase II Investment Fund Partnership (Limited Partnership), GS Asia II, Zhuhai Zhongyu Investment Enterprise (Limited Partnership), Guangkong Zhongying, Fangyuan Chuangying, Haitong International Investment, Jiaying Chenyue, Shenzhen Runxin New Vision Strategic Emerging Industry Private Equity Investment Fund Partnership (Limited Partnership), Cisco China, Stonebridge 2020, Growing Fame, Guangzhou Yuexiu Nuocheng No. 8 Industrial Investment Partnership (Limited Partnership), CITIC Construction Investment, Ningbo Huiyuan, Dongkong Jinlong, and LF Beta will be converted into H Shares on a one-for-one basis.

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Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Document that are or may be material:

1. the supplemental agreement to the shareholders special rights termination agreement (股東特殊權利終止協議之補充協議) dated January 15, 2023 entered into among our Company, Dai Wenyuan (戴文淵), Paradigm (Tianjin) Management Consulting Partnership (Limited Partnership) (範式(天津)管理諮詢合夥企業(有限合夥)), Tianjin Paradigm Yinyuan Management Consulting Partnership (Limited Partnership) (天津範式隱元管理諮詢合夥企業(有限合夥)), SCC Venture V-Mars (HK) Limited, Sinovation Fund III, L.P., Beijing Innovation Works VC Center (Limited Partnership)* (北京創新工場創業投資中心(有限合夥)), Beijing HongShan Mingde Equity Investment Center (Limited Partnership) (北京紅杉銘德股權投資中心(有限合夥)), YSC Investment I (HK) Limited, Value Global Limited, Zhuhai Guangkong Zhongying Industry Investment Fund Partnership (Limited Partnership) (珠海光控眾盈產業投資基金合夥企業(有限合夥)), Ningbo Meishan Bonded Zone HongShan Zhisheng Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區紅杉智盛股權投資合夥企業(有限合夥)), LF Beta Limited, Tibet Lingfeng Xinfu Venture Investment Partnership (Limited Partnership) (西藏領風鑫服創業投資合夥企業(有限合夥)), Hubei Boheng Equity Investment Partnership (Limited Partnership) (湖北渤恒股權投資合夥企業(有限合夥)), Chance Talent Management Limited, Henan Guoxin Qidi Equity Investment Fund (Limited Partnership) (河南國新啟迪股權投資基金(有限合夥)), Ningbo Huiyuan Venture Capital Partnership (Limited Partnership) (寧波匯原創業投資合夥企業(有限合夥)), Zhuhai Hongmai Enterprise Management Partnership (Limited Partnership) (珠海宏邁企業管理合夥企業(有限合夥)), Major Awesome Limited, Zhuhai Xuren Equity Investment Fund Partnership (Limited Partnership) (珠海旭仁股權投資基金合夥企業(有限合夥)), Beijing Ruihui Haina Technology Industry Fund (Limited Partnership) (北京睿匯海納科技產業基金(有限合夥)), Bocom International Holdings Company Limited, CITIC Securities Investment Limited (中信証券投資有限公司), Jinshi Jinrui Equity Investment (Hangzhou) Partnership (Limited Partnership) (金石金潤股權投資(杭州)合夥企業(有限合夥)), Jinshi Haofeng Equity Investment (Hangzhou) Partnership (Limited Partnership) (金石灑豐股權投資(杭州)合夥企業(有限合夥)), Jinshi Zhiyu Equity Investment Enterprise (Limited Partnership)* (金石智娛股權投資(杭州)合夥企業(有限合夥)), Nongwan (Changsha) Equity Investment Enterprise (Limited Partnership) (農灣(長沙)股權投資企業(有限合夥)), Zhuhai Huiyuan Investment Partnership (Limited Partnership)* (珠海暉元投資合夥企業(有限合夥)), Beijing NIFA No. 1 Artificial Intelligence Technology Industry Fund Management Center (Limited Partnership) (北京中互金一號人工智能科技產業基金管理中心(有限合夥)), Guangzhou Yuexiu Nuocheng No. 8 Industrial Investment Partnership (Limited Partnership)* (廣州越秀諾成八號實業投資合夥企業(有限合夥)), Guangzhou

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Yuexiu Emerging Industry Phase II Investment Fund Partnership (Limited Partnership)* (廣州越秀新興產業二期投資基金合夥企業(有限合夥)), Cisco China Company Limited (思科(中國)有限公司), CNCB (Hong Kong) Investment Limited (信銀(香港)投資有限公司), Shanghai Saixin Business Consulting Management Center (Limited Partnership)* (上海賽新商務諮詢管理中心(有限合夥)), Beijing Lenovo Smart Internet Innovation Fund Partnership (Limited Partnership)* (北京聯想智能互聯網創新基金合夥企業(有限合夥)), Shenzhen Songhe Growth Investment Partnership (Limited Partnership) (深圳市松禾成長股權投資合夥企業(有限合夥)), Shenzhen Lingyu Cornerstone Equity Investment Partnership (Limited Partnership) (深圳市領譽基石股權投資合夥企業(有限合夥)), Shenzhen Linghui Cornerstone Equity Investment Partnership (Limited Partnership) (深圳市領匯基石股權投資基金合夥企業(有限合夥)), Xinhe No.1 (Tianjin) Technology Center (Limited Partnership) (信和一號(天津)科技中心(有限合夥)), Qiushi Xingde (Tianjin) Investment Center (Limited Partnership) (秋實興德(天津)投資中心(有限合夥)), Boyu Jingtai (Shanghai) Equity Investment Partnership (Limited Partnership)* (博裕景泰(上海)股權投資合夥企業(有限合夥)), Pu Rui Enterprise Management (Tianjin) Partnership (Limited Partnership)* (樸瑞企業管理(天津)合夥企業(有限合夥)), China-UAE Investment Cooperation (Cayman) Holdings Limited, Shenzhen HongShan Hanchen Equity Investment Partnership (Limited Partnership) (深圳市紅杉瀚辰股權投資合夥企業(有限合夥)), CDBC Manufacturing Transformation and Upgrading Fund (Limited Partnership) (國開製造業轉型升級基金(有限合夥)), China Life (Jiangsu) Jiequan Health Industry Investment Fund (Limited Partnership) (江蘇國壽赴泉股權投資中心(有限合夥)), Hangzhou Fantong Equity Investment Partnership (Limited Partnership) (杭州範同股權投資合夥企業(有限合夥)), Goldman Sachs Asia Strategic II Pte. Ltd., Stonebridge 2020 (Singapore) Pte. Ltd., Lucent (Shanghai) Investment Center (Limited Partnership) (磐信(上海)投資中心(有限合夥)), CPE Investment (Hong Kong) 2018 Limited, MIC Capital Management 23 RSC Ltd, Zhuhai Jinyiming Equity Investment Fund Partnership (Limited Partnership) (珠海金鑑銘股權投資基金合夥企業(有限合夥)), Shenzhen Runxin New Vision Strategy Emerging Industry Private Equity Investment Fund Partnership (Limited Partnership)* (深圳潤信新觀象戰略新興產業私募股權投資基金合夥企業(有限合夥)), CITIC Construction Investment Co., Ltd. (中信建投投資有限公司), Ningbo Meishan Bonded Port Area Fangyuan Chuangying Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區方源創盈股權投資合夥企業(有限合夥)), Haitong International Investment Holdings Limited, Beijing New Power Quality Enterprise Development Fund (Limited Partnership)* (北京新動力優質企業發展基金(有限合夥)), JIC Technology Investment Ltd. (建投華科投資股份有限公司), Jiaxing Jianxin Chenyue Equity Investment Partnership (Limited Partnership) (嘉興建信宸玥股權投資合夥企業(有限合夥)), Growing Fame Holdings Limited, Hubei Province Lianxiang Yangtze River Technology Industry Fund Partnership (Limited Partnership) (湖北省聯想長江科技產業基金合夥企業(有限合夥)), Hainan BOCOM International Science and Technology Innovation Shengxing Equity Investment Partnership (Limited Partnership) (海南交銀國際科創盛興股權投資合夥企業(有限合夥)), Foshan City South Sea Dongkong Jinlong Investment Partnership (Limited Partnership) (佛山市南海東控錦龍投資合夥企業(有限合夥)),

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Guangxi Tencent Venture Capital Co., Ltd.* (廣西騰訊創業投資有限公司), Zhuhai Zhongyu Investment Enterprise (Limited Partnership)* (珠海眾譽投資企業(有限合夥)), Gongqingcheng Yuanchun Investment Management Partnership (Limited Partnership)* (共青城元淳投資管理合夥企業(有限合夥)), Qingdao Chuangxin Venture Capital Enterprise (Limited Partnership)* (青島創鑫創業投資企業(有限合夥)) and Zhongyi Equity Fund (Hebei Xiongan) Partnership (Limited Partnership) (中移股權基金(河北雄安)合夥企業(有限合夥)), Fourth Paradigm (Beijing) Data & Technology Co., Ltd.* (第四範式(北京)技術有限公司), Beijing Fourth Paradigm Science & Technology Co., Ltd.* (北京第四範式科技有限公司), Shanghai Shishuo Intelligent Technology Co., Ltd.* (上海式說智能科技有限公司), pursuant to which the revival arrangement of certain shareholders special rights was further amended and agreed among the aforementioned parties; and

2. [REDACTED]

Intellectual Property Rights

Trademarks

As of the Latest Practicable Date, the key trademarks in relation to the business of our Group as a whole were:

Trademark	Registered Owner
	4Paradigm Beijing
范式	4Paradigm Beijing
第四范式先知	4Paradigm Beijing
4Paradigm Sage	4Paradigm Beijing
4Paradigm SageOne	4Paradigm Beijing

In addition to the trademarks above, our Group had over 510 trademark registrations in the PRC, European Union, Singapore and Hong Kong.

Patents

As of the Latest Practicable Date, we had over 260 patents registered with the National Intellectual Property Administration of the PRC and over 320 pending patent applications in the PRC.

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Copyrights

As of the Latest Practicable Date, we had over 450 copyrights registered with the National Copyright Administration of the PRC.

Domain Name

As of the Latest Practicable Date, the following was the key domain name registration of our Group:

4paradigm.com

Save as the above, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Directors, Supervisors or chief executive has any interests or short positions in our Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

(a) *Interests in our Company*

Name	Position	Nature of Interest	Number of Shares held ⁽¹⁾	Approximate percentage of shareholding in Unlisted Shares as at the Latest Practicable Date ⁽¹⁾	Approximate percentage of shareholding in Unlisted Shares after the [REDACTED] ⁽²⁾	Approximate percentage of shareholding in the total share capital of our Company after the [REDACTED] ⁽²⁾
Dr. Dai ⁽³⁾	Chairman of the Board, Executive Director and Chief Executive Officer	Beneficial owner	106,164,523	32.13%	[REDACTED]	[REDACTED]%

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Name	Position	Nature of Interest	Number of Shares held ⁽¹⁾	Approximate percentage of shareholding in Unlisted Shares as at the Latest Practicable Date ⁽¹⁾	Approximate percentage of shareholding in Unlisted Shares after the [REDACTED] ⁽²⁾	Approximate percentage of shareholding in the total share capital of our Company after the [REDACTED] ⁽²⁾
		Interest in controlled corporations	74,068,383	22.42%	[REDACTED]	[REDACTED]%

Notes:

- (1) The calculation is based on the total number of Shares in issue as at the Latest Practicable Date, including 330,418,283 Unlisted Shares and [REDACTED] Unlisted Shares which will be converted into H Shares upon completion of the [REDACTED].
- (2) The calculation is based on the total number of 330,418,283 Unlisted Shares and [REDACTED] H Shares in issue immediately after completion of the [REDACTED] since 115,246,250 Unlisted Shares will be converted into H Shares and [REDACTED] H Shares will be issued pursuant to the [REDACTED], and assuming that the [REDACTED] is not exercised.
- (3) Immediately after completion of the [REDACTED] and assuming the [REDACTED] is not exercised, Dr. Dai beneficially owns 106,164,523 Unlisted Shares of our Company. In addition to his direct shareholding, Dr. Dai is also deemed to be interested in 74,068,383 Unlisted Shares of our Company through the intermediaries he controlled under the SFO. Paradigm Investment and Paradigm Yinyuan own 63,962,734 Unlisted Shares and 10,105,649 Unlisted Shares of our Company, respectively. Dr. Dai, through Beijing New Wisdom, being the sole general partner of Paradigm Investment and Paradigm Yinyuan. Beijing New Wisdom is a limited liability company established in the PRC and owned as to 99% by Dr. Dai and 1% by Ms. Wu, respectively.

2. Substantial Shareholders

For the information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see the section headed “Substantial Shareholders” in this Document.

So far as set out herein, our Directors are not aware of any persons (other than our Directors, Supervisors or chief executive) who will, immediately following the completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

3. Service Contracts and Letters of Appointment

Each of the Directors and Supervisors has entered into a service contract or a letter of appointment with our Company.

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Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors or Supervisors (other than contracts expiring or determinable by the employer within one year without any payment of compensation (other than statutory compensation)).

4. Director’s and Supervisors’ Remuneration

Save as disclosed in “Directors, Supervisors and Senior Management” and “Appendix I – Accountant’s Report – II. Notes to The Financial Information – 10. Employee Benefit Expenses” for the three financial years ended December 31, 2020, 2021, 2022 and the three months ended March 31, 2023, none of our Directors or Supervisors received other remunerations of benefits in kind from us.

5. Employee Incentive Scheme

The following is a summary of the principal terms of the Employee Incentive Scheme approved and adopted by our Board on April 25, 2021 (the “**Adoption Date**”). The terms of the Employee Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Incentive Scheme does not involve the grant of options by our Company after the [REDACTED]. Given the underlying Shares under the Employee Incentive Scheme had already been issued, there will not be any dilution effect to the issued Shares upon the vesting of the Shares under the Employee Incentive Scheme. No further award under the Employee Incentive Scheme will be granted after [REDACTED].

As of the Latest Practicable Date, the Company had established two Employee Incentive Platforms, namely Paradigm Investment and Nanjing Paradigm, which held 63,962,734 Unlisted Shares and 7,958,544 Unlisted Shares, respectively. For the details of the Employee Incentive Platforms, please refer to “History, Development and Corporate Structure – Employee Incentive Scheme” in this Document.

Objectives

The purpose of the Employee Incentive Scheme is to enable the Company to provide incentives to eligible participants (“**Eligible Participants**”, as defined in the paragraph headed “**Eligibility**” below) and reward them for their contribution or potential contribution to the Group.

Grant of awards

The Scheme entitles Eligible Participants to be granted awards (“**Awards**”) in the form of economic interests in the Employee Incentive Platforms, including as the limited partners in Paradigm Investment through another limited partnership with other Eligible Participants, or as limited partners of Nanjing Paradigm directly. Upon becoming the limited partners of the Employee Incentive Platforms, the Eligible Participants indirectly receive economic interest in the corresponding number of underlying Shares held by the Employee Incentive Platforms.

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Eligibility

Pursuant to the scheme documents (the “**Scheme Documents**”), Eligible Participants of the Scheme include the following classes of persons:

- i. Directors or senior management of our Group;
- ii. Core technicians, middle-level management and key employees who have made outstanding or special contributions to the Group; and
- iii. Any other suitable person identified by the award working team (“**Award Working Team**”), set up for the daily management of the Scheme.

The Scheme Documents further provide that the following employees may not be selected as participants to the Scheme:

- Employees who hold shares, positions, or received remuneration in any company that has a business competition (or potential business competition) with the Group; and
- Employees who have received warnings, administrative penalties or other disciplinary actions due to material violation of applicable laws and regulations or rules of any stock exchange for the preceding three years;

Administration of the Scheme

Our Board retains full discretion over the following matters of the Scheme:

- the selection of participants in the Scheme; and
- the implementation, amendment and termination of the Scheme.

Restrictions on Transfer

Pursuant to the terms of the Scheme, except as otherwise agreed between the Employee Incentive Platform and the Eligible Participants, and except for written approval by the Employee Incentive Platform, during the subsistence of the Employee Incentive Platform, the selected participants may not dispose or transfer their respective interest in the Employee Incentive Platform.

Lock-up period

Prior to the [REDACTED] of the Company, except as agreed by the Award Working Team, a selected participant might not transfer, mortgage, pledge or gift his or her interest, or dispose in any way his or her limited partnership interest. In the event that the

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Company initiates [REDACTED] plan, except as otherwise agreed between the Employee Incentive Platform and the selected participants, the lock-up period prohibiting a selected participant from disposing his or her limited partnership interest will start on the day of holding the relevant limited partnership interest to (a) the date specified by the CSRC or stock exchanges in other countries or regions to restrict the transfer of Shares (if any) or (b) the termination date of any lock-up undertaking given by the Employee Incentive Platform in respect of transfer of its shares (whichever is the later). Selected participants' interest in the Employee Incentive Platform will also be automatically locked up from the day the Company entered into sponsorship and [REDACTED] agreements with securities companies in respect of the [REDACTED] of the Company until the date specified by the CSRC or stock exchanges in other countries or regions to restrict the transfer of shares (if any) or (b) the termination date of any lock-up undertaking given by the Employee Incentive Platform in respect of transfer of its shares (whichever is the later).

Company's right of disposal

Pursuant to the Scheme, each of the Employee Incentive Platforms might exercise its right to transfer a selected participant's interest in the Employee Incentive Platform either to a designated person or have the Employee Incentive Platform buy back the interest from the selected participants, in the event of any misconduct which may bring adverse impact to the Employee Incentive Platform or the Group.

Awards granted

The aggregate number of Shares underlying the awards granted to two Directors (Chen Yuqiang and Yu Zhonghao), three Supervisors (Chai Yifei, Zhou Wenjing and Shao Liling), four senior management members, and 357 other employees of our Group amounted to 18,427,925, 1,532,633, 26,202,655 and 36,987,226, respectively. Among which, 41,984,719 Shares underlying the awards were granted to 17 connected persons of the Company, including the aforementioned Directors and Supervisors, spouse of a Director, certain directors and supervisors of our subsidiaries namely Guangzhou Jianxin, Zhimei Xinchuang, Zhongyuan Putai, Beijing Yuntian, and Ideal Technology.

Save as disclosed above, no awards under the Employee Incentive Scheme have been granted to other connected persons of our Group and there is no outstanding number of Shares underlying the unvested awards granted under the Employee Incentive Scheme. As at the Latest Practicable Date, all the Awards have been vested and all the selected participants holding vested Awards have become limited partners of partnerships, which hold limited partnership interest in the Employee Incentive Platform. All the Awards have been granted and all the Shares underlying the Awards have been issued to the Employee Incentive Platforms. All the specific grantees have been identified for all the Shares underlying the Awards.

The table below sets forth the list of Directors, Supervisors and senior management members of our Group who are grantees of the awards under the Employee Incentive Scheme, and the number of the underlying Shares of their respective awards:

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Name of Director, Supervisor or senior management member	Number of Shares underlying the Awards granted under the Employee Incentive Scheme
Chen Yuqiang	11,937,331
Yu Zhonghao	6,490,594
Chai Yifei	1,064,974
Zhou Wenjing	367,845
Shao Liling	99,814
Pei Misi	11,371,038
Hu Shiwei	11,937,331
Zheng Zhao	1,566,879
Tu Weiwei	1,327,407

6. Disclaimers

Saved as disclosed in this Document:

- (a) none of our Directors, Supervisors or any of the parties listed in “Qualification of Experts” of this Appendix is:
 - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this Document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company;
 - (ii) materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business;
- (b) save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “Qualification of Experts” of this Appendix:
 - (i) is interested legally or beneficially in any shares in any member of our Group;
or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;
- (c) none of our Directors or Supervisors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of our issued share capital has any interest in our top five customers or suppliers; and

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- (d) none of our Directors or Supervisors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

OTHER INFORMATION

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to be imposed on our Company or any of our subsidiaries.

Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and, so far as we are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of our Group.

Sole Sponsor

The Sole Sponsor have made an application on our behalf to the Listing Committee for the [REDACTED] of, and [REDACTED], our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

The Sole Sponsor satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of US\$500,000 for acting as a sponsor for the [REDACTED].

Preliminary Expenses

Our Company did not incur any material preliminary expenses.

Qualification of Experts

The qualifications of the experts who have given opinions or advice in this Document are as follows:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO

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Name	Qualification
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountant Ordinance (Cap. 50) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Cap. 588)
JunHe LLP	PRC legal advisor
China Insights Industry Consultancy Limited	Independent industry consultant
Jacobson Burton Kelley PLLC	Legal advisors as to U.S. export control law to our Company

Consents of Experts

Each of the experts referred to in “Qualification of Experts” in this Appendix has given and has not withdrawn its respective written consents to the issue of this Document with the inclusion of certificates, letters, opinions or reports and the references to its names included herein in the form and context in which it is respectively included.

None of the experts named above has any of our shareholding interests or rights (whether legally enforceable or not) or any of our members to subscribe for or to nominate persons to subscribe for our securities or any of our member.

Compliance Advisor

We have appointed Guotai Junan Capital Limited as our Compliance Advisor upon the [REDACTED] in compliance with Rule 3A.19 of the Hong Kong Listing Rules.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is HK\$1.30 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “Taxation and Foreign Exchange – Taxation in Hong Kong” in Appendix III to this Document.

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No Material Adverse Change

Save as disclosed in the "Summary – No Material Adverse Change" and "Financial Information – No Material Adverse Change" to this Document, after all due diligence was performed as appropriate as the Directors believe, our Directors confirm that, as of the date of this Document, there has been no material adverse change in our financial position or prospects since March 31, 2023 and there has been no event that materially and adversely affected the data set out in the Accountant's Report in Appendix I to this Document since March 31, 2023.

Binding Effect

This Document shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Miscellaneous

Save as disclosed in this Document:

- (a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;
- (e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;
- (g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;

APPENDIX VI STATUTORY AND GENERAL INFORMATION

- (h) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (i) no part of the equity or debt securities of our Company, if any, is currently [REDACTED] on or dealt in on any stock exchange or trading system, and no such [REDACTED] or permission to [REDACTED] on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;
- (j) our Company has no outstanding convertible debt securities or debentures;
- (k) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (l) our Company has adopted a code of conduct regarding Directors’ and Supervisors’ securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules.

Restrictions on Share Repurchases

For details, see the sections headed “Summary of Principal Legal and Regulatory Provisions” in Appendix IV and “Summary of Articles of Association” in Appendix V to this Document.

Bilingual Document

The English language and Chinese language versions of this Document are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Promoters

The promoters of our Company are all of the 50 then shareholders of our Company as at May 31, 2021 before our conversion into a joint stock limited liability company. Save as disclosed in this Document, within the two years immediately preceding the date of this Document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the [REDACTED] or the related transactions described in this Document.